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RECORDATION NO. 26991-A FILED
MAY 31 '07 -1 05 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 31, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Warehouse 33rd Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of May 24, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 26991.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

A description of the railroad equipment covered by the enclosed document is:

650 railcars:

ACTX 210069 - ACTX 210088
RCRX 001816 - RCRX 001875
SFLC 001006 - SFLC 001089
TILX 042360 - TILX 042444
TILX 042565 - TILX 042585
TILX 042587 - TILX 042679
TILX 042684
TILX 197785 - TILX 197884
TILX 200515 - TILX 200594
TILX 251835 - TILX 251884
TILX 401128 - TILX 401183

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of $35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 26991-A FILED

MAY 31 '07 -1 05 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 as amended and restated by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 24th day of May, 2007.

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: Eric Marchetto
Title: Vice President

TRINITY RAIL LEASING TRUST II

By: _____
Name: Eric Marchetto
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)
)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 24th day of May, 2007.

Cathy I. Gott
Notary Public

MY COMMISSION EXPIRES: 6-5-2010

CATHY I. GOTT
Notary Public
STATE OF TEXAS
My Comm. Exp. June 5, 2010

ACKNOWLEDGMENT

STATE OF Texas)
)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 24th day of May, 2007.

Cathy I. Gott
Notary Public

MY COMMISSION EXPIRES: 6-5-2010

CATHY I. GOTT
Notary Public
STATE OF TEXAS
My Comm. Exp. June 5, 2010

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
1	SFLC001006	2280	09/30/06	Freight
2	SFLC001007	2280	09/30/06	Freight
3	SFLC001008	2280	10/23/06	Freight
4	SFLC001009	2280	10/23/06	Freight
5	SFLC001010	2280	10/31/06	Freight
6	SFLC001011	2280	09/29/06	Freight
7	SFLC001012	2280	10/23/06	Freight
8	SFLC001013	2280	09/29/06	Freight
9	SFLC001014	2280	09/29/06	Freight
10	SFLC001015	2280	09/29/06	Freight
11	SFLC001016	2280	09/29/06	Freight
12	SFLC001017	2280	10/23/06	Freight
13	SFLC001018	2280	09/29/06	Freight
14	SFLC001019	2280	09/29/06	Freight
15	SFLC001020	2280	09/29/06	Freight
16	SFLC001021	2280	09/29/06	Freight
17	SFLC001022	2280	09/29/06	Freight
18	SFLC001023	2280	09/29/06	Freight
19	SFLC001024	2280	09/29/06	Freight
20	SFLC001025	2280	09/29/06	Freight
21	SFLC001026	2280	12/13/06	Freight
22	SFLC001027	2280	09/29/06	Freight
23	SFLC001028	2280	09/29/06	Freight
24	SFLC001029	2280	09/29/06	Freight
25	SFLC001030	2280	10/31/06	Freight
26	SFLC001031	2280	10/31/06	Freight
27	SFLC001032	2280	10/31/06	Freight
28	SFLC001033	2280	10/31/06	Freight
29	SFLC001034	2280	10/31/06	Freight
30	SFLC001035	2280	10/31/06	Freight
31	SFLC001036	2280	10/31/06	Freight
32	SFLC001037	2280	10/31/06	Freight
33	SFLC001038	2280	10/23/06	Freight
34	SFLC001039	2280	10/31/06	Freight
35	SFLC001040	2280	10/31/06	Freight
36	SFLC001041	2280	10/31/06	Freight
37	SFLC001042	2280	10/23/06	Freight
38	SFLC001043	2280	10/23/06	Freight
39	SFLC001044	2280	10/23/06	Freight
40	SFLC001045	2280	10/23/06	Freight
41	SFLC001046	2280	10/23/06	Freight
42	SFLC001047	2280	10/23/06	Freight
43	SFLC001048	2280	10/23/06	Freight
44	SFLC001049	2280	10/23/06	Freight
45	SFLC001050	2280	10/23/06	Freight
46	SFLC001051	2280	10/23/06	Freight
47	SFLC001052	2280	10/23/06	Freight
48	SFLC001053	2280	10/23/06	Freight
49	SFLC001054	2280	10/23/06	Freight
50	SFLC001055	2280	09/29/06	Freight
51	SFLC001056	2280	10/31/06	Freight

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
52	SFLC001057	2280	09/30/06	Freight
53	SFLC001058	2280	09/29/06	Freight
54	SFLC001059	2280	10/23/06	Freight
55	SFLC001060	2280	09/30/06	Freight
56	SFLC001061	2280	10/23/06	Freight
57	SFLC001062	2280	10/23/06	Freight
58	SFLC001063	2280	10/23/06	Freight
59	SFLC001064	2280	10/23/06	Freight
60	SFLC001065	2280	09/29/06	Freight
61	SFLC001066	2280	09/29/06	Freight
62	SFLC001067	2280	09/29/06	Freight
63	SFLC001068	2280	09/29/06	Freight
64	SFLC001069	2280	09/29/06	Freight
65	SFLC001070	2280	09/29/06	Freight
66	SFLC001071	2280	10/31/06	Freight
67	SFLC001072	2280	10/31/06	Freight
68	SFLC001073	2280	09/29/06	Freight
69	SFLC001074	2280	09/29/06	Freight
70	SFLC001075	2280	09/29/06	Freight
71	SFLC001076	2280	09/29/06	Freight
72	SFLC001077	2280	09/29/06	Freight
73	SFLC001078	2280	09/30/06	Freight
74	SFLC001079	2280	10/31/06	Freight
75	SFLC001080	2280	10/31/06	Freight
76	SFLC001081	2280	10/31/06	Freight
77	SFLC001082	2280	09/30/06	Freight
78	SFLC001083	2280	09/30/06	Freight
79	SFLC001084	2280	09/30/06	Freight
80	SFLC001085	2280	09/30/06	Freight
81	SFLC001086	2280	09/30/06	Freight
82	SFLC001087	2280	09/30/06	Freight
83	SFLC001088	2280	09/30/06	Freight
84	SFLC001089	2280	10/31/06	Freight
85	TILX042565	2739	11/16/06	Freight
86	TILX042566	2739	10/24/06	Freight
87	TILX042567	2739	10/27/06	Freight
88	TILX042568	2739	10/27/06	Freight
89	TILX042569	2739	10/31/06	Freight
90	TILX042570	2739	11/16/06	Freight
91	TILX042571	2739	10/24/06	Freight
92	TILX042572	2739	10/24/06	Freight
93	TILX042573	2739	11/16/06	Freight
94	TILX042574	2739	10/24/06	Freight
95	TILX042575	2739	10/24/06	Freight
96	TILX042576	2739	11/16/06	Freight
97	TILX042577	2739	11/16/06	Freight
98	TILX042578	2739	10/27/06	Freight
99	TILX042579	2739	11/20/06	Freight
100	TILX042580	2739	11/16/06	Freight
101	TILX042581	2739	10/24/06	Freight
102	TILX042582	2739	10/24/06	Freight

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
103	TILX042583	2739	11/16/06	Freight
104	TILX042584	2739	11/16/06	Freight
105	TILX042585	2739	10/24/06	Freight
106	TILX042587	2739	11/16/06	Freight
107	TILX042588	2739	10/27/06	Freight
108	TILX042589	2739	10/27/06	Freight
109	TILX042590	2739	10/24/06	Freight
110	TILX042591	2739	10/24/06	Freight
111	TILX042592	2739	11/16/06	Freight
112	TILX042593	2739	11/16/06	Freight
113	TILX042594	2739	11/10/06	Freight
114	TILX042595	2739	10/24/06	Freight
115	TILX042596	2739	10/31/06	Freight
116	TILX042597	2739	10/24/06	Freight
117	TILX042598	2739	10/27/06	Freight
118	TILX042599	2739	10/24/06	Freight
119	TILX042600	2739	10/24/06	Freight
120	TILX042601	2739	11/20/06	Freight
121	TILX042602	2739	10/31/06	Freight
122	TILX042603	2739	10/24/06	Freight
123	TILX042604	2739	10/27/06	Freight
124	TILX042605	2739	10/24/06	Freight
125	TILX042606	2739	10/24/06	Freight
126	TILX042607	2739	10/24/06	Freight
127	TILX042608	2739	10/24/06	Freight
128	TILX042609	2739	10/24/06	Freight
129	TILX042610	2739	10/24/06	Freight
130	TILX042611	2739	11/16/06	Freight
131	TILX042612	2739	10/24/06	Freight
132	TILX042613	2739	10/24/06	Freight
133	TILX042614	2739	10/24/06	Freight
134	TILX042615	2739	10/27/06	Freight
135	TILX042616	2739	11/10/06	Freight
136	TILX042617	2739	11/06/06	Freight
137	TILX042618	2739	10/27/06	Freight
138	TILX042619	2739	10/27/06	Freight
139	TILX042620	2739	10/27/06	Freight
140	TILX042621	2739	11/10/06	Freight
141	TILX042622	2739	10/27/06	Freight
142	TILX042623	2739	10/27/06	Freight
143	TILX042624	2739	10/27/06	Freight
144	TILX042625	2739	10/27/06	Freight
145	TILX042626	2739	10/27/06	Freight
146	TILX042627	2739	10/27/06	Freight
147	TILX042628	2739	10/24/06	Freight
148	TILX042629	2739	10/27/06	Freight
149	TILX042630	2739	11/16/06	Freight
150	TILX042631	2739	11/06/06	Freight
151	TILX042632	2739	10/27/06	Freight
152	TILX042633	2739	11/06/06	Freight
153	TILX042634	2739	10/27/06	Freight

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
154	TILX042635	2739	10/27/06	Freight
155	TILX042636	2739	11/20/06	Freight
156	TILX042637	2739	10/31/06	Freight
157	TILX042638	2739	10/27/06	Freight
158	TILX042639	2739	10/31/06	Freight
159	TILX042640	2739	10/27/06	Freight
160	TILX042641	2739	11/06/06	Freight
161	TILX042642	2739	11/20/06	Freight
162	TILX042643	2739	10/27/06	Freight
163	TILX042644	2739	10/31/06	Freight
164	TILX042645	2739	11/16/06	Freight
165	TILX042646	2739	11/10/06	Freight
166	TILX042647	2739	10/31/06	Freight
167	TILX042648	2739	10/27/06	Freight
168	TILX042649	2739	11/06/06	Freight
169	TILX042650	2739	10/31/06	Freight
170	TILX042651	2739	11/20/06	Freight
171	TILX042652	2739	11/16/06	Freight
172	TILX042653	2739	10/31/06	Freight
173	TILX042654	2739	11/10/06	Freight
174	TILX042655	2739	11/20/06	Freight
175	TILX042656	2739	11/20/06	Freight
176	TILX042657	2739	11/10/06	Freight
177	TILX042658	2739	11/06/06	Freight
178	TILX042659	2739	11/06/06	Freight
179	TILX042660	2739	11/06/06	Freight
180	TILX042661	2739	11/06/06	Freight
181	TILX042662	2739	11/10/06	Freight
182	TILX042663	2739	10/31/06	Freight
183	TILX042664	2739	11/06/06	Freight
184	TILX042665	2739	11/16/06	Freight
185	TILX042666	2739	11/06/06	Freight
186	TILX042667	2739	11/06/06	Freight
187	TILX042668	2739	11/16/06	Freight
188	TILX042669	2739	11/10/06	Freight
189	TILX042670	2739	11/06/06	Freight
190	TILX042671	2739	11/10/06	Freight
191	TILX042672	2739	11/10/06	Freight
192	TILX042673	2739	11/10/06	Freight
193	TILX042674	2739	11/10/06	Freight
194	TILX042675	2739	11/06/06	Freight
195	TILX042676	2739	11/10/06	Freight
196	TILX042677	2739	11/10/06	Freight
197	TILX042678	2739	11/10/06	Freight
198	TILX042679	2739	11/10/06	Freight
199	TILX042684	2739	11/16/06	Freight
200	ACTX210069	5712	07/26/06	Tank
201	ACTX210070	5712	07/31/06	Tank
202	ACTX210071	5712	07/26/06	Tank
203	ACTX210072	5712	07/27/06	Tank
204	ACTX210073	5712	07/26/06	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
205	ACTX210074	5712	07/27/06	Tank
206	ACTX210075	5712	07/26/06	Tank
207	ACTX210076	5712	07/26/06	Tank
208	ACTX210077	5712	07/26/06	Tank
209	ACTX210078	5712	07/26/06	Tank
210	ACTX210079	5712	07/26/06	Tank
211	ACTX210080	5712	07/27/06	Tank
212	ACTX210081	5712	07/26/06	Tank
213	ACTX210082	5712	07/27/06	Tank
214	ACTX210083	5712	07/28/06	Tank
215	ACTX210084	5712	07/26/06	Tank
216	ACTX210085	5712	07/27/06	Tank
217	ACTX210086	5712	07/26/06	Tank
218	ACTX210087	5712	10/09/06	Tank
219	ACTX210088	5712	11/28/06	Tank
220	RCRX001816	9378	08/09/06	Tank
221	RCRX001817	9378	08/28/06	Tank
222	RCRX001818	9378	08/09/06	Tank
223	RCRX001819	9378	08/28/06	Tank
224	RCRX001820	9378	08/10/06	Tank
225	RCRX001821	9378	08/09/06	Tank
226	RCRX001822	9378	08/23/06	Tank
227	RCRX001823	9378	08/09/06	Tank
228	RCRX001824	9378	08/23/06	Tank
229	RCRX001825	9378	08/09/06	Tank
230	RCRX001826	9378	08/31/06	Tank
231	RCRX001827	9378	08/18/06	Tank
232	RCRX001828	9378	08/31/06	Tank
233	RCRX001829	9378	08/31/06	Tank
234	RCRX001830	9378	08/31/06	Tank
235	RCRX001831	9378	08/28/06	Tank
236	RCRX001832	9378	08/28/06	Tank
237	RCRX001833	9378	08/25/06	Tank
238	RCRX001834	9378	08/17/06	Tank
239	RCRX001835	9378	08/10/06	Tank
240	RCRX001836	9378	08/17/06	Tank
241	RCRX001837	9378	08/17/06	Tank
242	RCRX001838	9378	08/23/06	Tank
243	RCRX001839	9378	08/17/06	Tank
244	RCRX001840	9378	08/23/06	Tank
245	RCRX001841	9378	08/17/06	Tank
246	RCRX001842	9378	08/10/06	Tank
247	RCRX001843	9378	08/23/06	Tank
248	RCRX001844	9378	08/10/06	Tank
249	RCRX001845	9378	08/17/06	Tank
250	RCRX001846	9378	08/17/06	Tank
251	RCRX001847	9378	08/14/06	Tank
252	RCRX001848	9378	08/14/06	Tank
253	RCRX001849	9378	08/23/06	Tank
254	RCRX001850	9378	08/17/06	Tank
255	RCRX001851	9378	08/23/06	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
256	RCRX001852	9378	08/21/06	Tank
257	RCRX001853	9378	08/14/06	Tank
258	RCRX001854	9378	08/17/06	Tank
259	RCRX001855	9378	08/21/06	Tank
260	RCRX001856	9378	09/21/06	Tank
261	RCRX001857	9378	10/03/06	Tank
262	RCRX001858	9378	09/21/06	Tank
263	RCRX001859	9378	09/21/06	Tank
264	RCRX001860	9378	09/21/06	Tank
265	RCRX001861	9378	09/26/06	Tank
266	RCRX001862	9378	09/27/06	Tank
267	RCRX001863	9378	09/25/06	Tank
268	RCRX001864	9378	09/25/06	Tank
269	RCRX001865	9378	09/27/06	Tank
270	RCRX001866	9378	09/26/06	Tank
271	RCRX001867	9378	09/29/06	Tank
272	RCRX001868	9378	10/05/06	Tank
273	RCRX001869	9378	09/29/06	Tank
274	RCRX001870	9378	10/05/06	Tank
275	RCRX001871	9378	09/29/06	Tank
276	RCRX001872	9378	10/03/06	Tank
277	RCRX001873	9378	09/27/06	Tank
278	RCRX001874	9378	09/27/06	Tank
279	RCRX001875	9378	09/29/06	Tank
280	TILX042360	23394	08/11/06	Freight
281	TILX042361	23394	08/11/06	Freight
282	TILX042362	23394	08/11/06	Freight
283	TILX042363	23394	08/11/06	Freight
284	TILX042364	23394	08/11/06	Freight
285	TILX042365	23394	08/11/06	Freight
286	TILX042366	23394	08/11/06	Freight
287	TILX042367	23394	08/11/06	Freight
288	TILX042368	23394	08/11/06	Freight
289	TILX042369	23394	08/11/06	Freight
290	TILX042370	23394	08/11/06	Freight
291	TILX042371	23394	08/11/06	Freight
292	TILX042372	23394	08/11/06	Freight
293	TILX042373	23394	08/11/06	Freight
294	TILX042374	23394	08/11/06	Freight
295	TILX042375	23394	08/11/06	Freight
296	TILX042376	23394	08/11/06	Freight
297	TILX042377	23394	08/11/06	Freight
298	TILX042378	23394	08/11/06	Freight
299	TILX042379	23394	08/11/06	Freight
300	TILX042380	23394	08/11/06	Freight
301	TILX042381	23394	08/11/06	Freight
302	TILX042382	23394	08/11/06	Freight
303	TILX042383	23394	08/11/06	Freight
304	TILX042384	23394	08/11/06	Freight
305	TILX042385	23394	08/11/06	Freight
306	TILX042386	23394	08/11/06	Freight

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
307	TILX042387	23394	08/11/06	Freight
308	TILX042388	23394	08/11/06	Freight
309	TILX042389	23394	08/11/06	Freight
310	TILX042390	23394	08/11/06	Freight
311	TILX042391	23394	08/11/06	Freight
312	TILX042392	23394	08/11/06	Freight
313	TILX042393	23394	08/11/06	Freight
314	TILX042394	23394	08/11/06	Freight
315	TILX042395	23394	08/11/06	Freight
316	TILX042396	23394	08/11/06	Freight
317	TILX042397	23394	08/11/06	Freight
318	TILX042398	23394	08/11/06	Freight
319	TILX042399	23394	08/11/06	Freight
320	TILX042400	23394	08/11/06	Freight
321	TILX042401	23394	08/11/06	Freight
322	TILX042402	23394	08/11/06	Freight
323	TILX042403	23394	08/11/06	Freight
324	TILX042404	23394	08/15/06	Freight
325	TILX042405	23394	08/15/06	Freight
326	TILX042406	23394	08/15/06	Freight
327	TILX042407	23394	08/15/06	Freight
328	TILX042408	23394	08/15/06	Freight
329	TILX042409	23394	08/15/06	Freight
330	TILX042410	23394	08/15/06	Freight
331	TILX042411	23394	08/15/06	Freight
332	TILX042412	23394	08/15/06	Freight
333	TILX042413	23394	08/18/06	Freight
334	TILX042414	23394	08/18/06	Freight
335	TILX042415	23394	08/18/06	Freight
336	TILX042416	23394	08/18/06	Freight
337	TILX042417	23394	08/18/06	Freight
338	TILX042418	23394	08/18/06	Freight
339	TILX042419	23394	08/18/06	Freight
340	TILX042420	23394	08/18/06	Freight
341	TILX042421	23394	08/18/06	Freight
342	TILX042422	23394	08/18/06	Freight
343	TILX042423	23394	08/18/06	Freight
344	TILX042424	23394	08/18/06	Freight
345	TILX042425	23394	08/18/06	Freight
346	TILX042426	23394	08/18/06	Freight
347	TILX042427	23394	08/18/06	Freight
348	TILX042428	23394	08/18/06	Freight
349	TILX042429	23394	08/18/06	Freight
350	TILX042430	23394	08/18/06	Freight
351	TILX042431	23394	08/18/06	Freight
352	TILX042432	23394	08/18/06	Freight
353	TILX042433	23394	08/18/06	Freight
354	TILX042434	23394	08/18/06	Freight
355	TILX042435	23394	08/18/06	Freight
356	TILX042436	23394	08/18/06	Freight
357	TILX042437	23394	08/18/06	Freight

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
358	TILX042438	23394	08/18/06	Freight
359	TILX042439	23394	08/18/06	Freight
360	TILX042440	23394	08/18/06	Freight
361	TILX042441	23394	08/18/06	Freight
362	TILX042442	23394	08/18/06	Freight
363	TILX042443	23394	08/18/06	Freight
364	TILX042444	23394	08/18/06	Freight
365	TILX251835	31189	11/06/06	Tank
366	TILX251836	31189	11/06/06	Tank
367	TILX251837	31189	11/06/06	Tank
368	TILX251838	31189	11/06/06	Tank
369	TILX251839	31189	11/09/06	Tank
370	TILX251840	31189	11/14/06	Tank
371	TILX251841	31189	11/09/06	Tank
372	TILX251842	31189	11/09/06	Tank
373	TILX251843	31189	11/09/06	Tank
374	TILX251844	31189	11/06/06	Tank
375	TILX251845	31189	11/10/06	Tank
376	TILX251846	31189	11/09/06	Tank
377	TILX251847	31189	11/09/06	Tank
378	TILX251848	31189	11/17/06	Tank
379	TILX251849	31189	11/09/06	Tank
380	TILX251850	31189	11/14/06	Tank
381	TILX251851	31189	11/09/06	Tank
382	TILX251852	31189	11/10/06	Tank
383	TILX251853	31189	11/28/06	Tank
384	TILX251854	31189	11/09/06	Tank
385	TILX251855	31189	11/10/06	Tank
386	TILX251856	31189	11/10/06	Tank
387	TILX251857	31189	11/28/06	Tank
388	TILX251858	31189	11/15/06	Tank
389	TILX251859	31189	11/17/06	Tank
390	TILX251860	31189	01/26/07	Tank
391	TILX251861	31189	01/22/07	Tank
392	TILX251862	31189	01/26/07	Tank
393	TILX251863	31189	01/26/07	Tank
394	TILX251864	31189	01/26/07	Tank
395	TILX251865	31189	01/24/07	Tank
396	TILX251866	31189	02/06/07	Tank
397	TILX251867	31189	02/05/07	Tank
398	TILX251868	31189	01/31/07	Tank
399	TILX251869	31189	01/31/07	Tank
400	TILX251870	31189	01/26/07	Tank
401	TILX251871	31189	01/31/07	Tank
402	TILX251872	31189	01/31/07	Tank
403	TILX251873	31189	01/31/07	Tank
404	TILX251874	31189	01/31/07	Tank
405	TILX251875	31189	02/07/07	Tank
406	TILX251876	31189	01/31/07	Tank
407	TILX251877	31189	01/31/07	Tank
408	TILX251878	31189	01/31/07	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
409	TILX251879	31189	02/05/07	Tank
410	TILX251880	31189	01/31/07	Tank
411	TILX251881	31189	02/06/07	Tank
412	TILX251882	31189	01/31/07	Tank
413	TILX251883	31189	02/05/07	Tank
414	TILX251884	31189	02/07/07	Tank
415	TILX200515	10840	09/18/06	Tank
416	TILX200516	10840	09/18/06	Tank
417	TILX200517	10840	09/25/06	Tank
418	TILX200518	10840	09/18/06	Tank
419	TILX200519	10840	09/18/06	Tank
420	TILX200520	10840	09/25/06	Tank
421	TILX200521	10840	09/25/06	Tank
422	TILX200522	10840	09/18/06	Tank
423	TILX200523	10840	09/18/06	Tank
424	TILX200524	10840	09/25/06	Tank
425	TILX200525	10840	09/18/06	Tank
426	TILX200526	10840	09/25/06	Tank
427	TILX200527	10840	09/18/06	Tank
428	TILX200528	10840	09/25/06	Tank
429	TILX200529	10840	09/25/06	Tank
430	TILX200530	10840	09/18/06	Tank
431	TILX200531	10840	09/25/06	Tank
432	TILX200532	10840	09/18/06	Tank
433	TILX200533	10840	09/25/06	Tank
434	TILX200534	10840	09/29/06	Tank
435	TILX200535	10840	09/29/06	Tank
436	TILX200536	10840	09/29/06	Tank
437	TILX200537	10840	09/25/06	Tank
438	TILX200538	10840	09/29/06	Tank
439	TILX200539	10840	09/29/06	Tank
440	TILX200540	10840	09/29/06	Tank
441	TILX200541	10840	09/29/06	Tank
442	TILX200542	10840	10/09/06	Tank
443	TILX200543	10840	10/11/06	Tank
444	TILX200544	10840	09/29/06	Tank
445	TILX200545	10840	09/29/06	Tank
446	TILX200546	10840	10/06/06	Tank
447	TILX200547	10840	10/11/06	Tank
448	TILX200548	10840	10/18/06	Tank
449	TILX200549	10840	10/13/06	Tank
450	TILX200550	10840	10/11/06	Tank
451	TILX200551	10840	10/25/06	Tank
452	TILX200552	10840	10/11/06	Tank
453	TILX200553	10840	10/11/06	Tank
454	TILX200554	10840	10/09/06	Tank
455	TILX200555	10840	10/18/06	Tank
456	TILX200556	10840	10/16/06	Tank
457	TILX200557	10840	10/18/06	Tank
458	TILX200558	10840	10/13/06	Tank
459	TILX200559	10840	10/18/06	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
460	TILX200560	10840	10/24/06	Tank
461	TILX200561	10840	10/25/06	Tank
462	TILX200562	10840	10/24/06	Tank
463	TILX200563	10840	10/20/06	Tank
464	TILX200564	10840	10/24/06	Tank
465	TILX200565	10840	10/19/06	Tank
466	TILX200566	10840	10/13/06	Tank
467	TILX200567	10840	10/13/06	Tank
468	TILX200568	10840	10/13/06	Tank
469	TILX200569	10840	10/19/06	Tank
470	TILX200570	10840	10/25/06	Tank
471	TILX200571	10840	10/20/06	Tank
472	TILX200572	10840	10/24/06	Tank
473	TILX200573	10840	11/03/06	Tank
474	TILX200574	10840	10/27/06	Tank
475	TILX200575	10840	10/20/06	Tank
476	TILX200576	10840	10/25/06	Tank
477	TILX200577	10840	11/02/06	Tank
478	TILX200578	10840	11/07/06	Tank
479	TILX200579	10840	10/25/06	Tank
480	TILX200580	10840	11/07/06	Tank
481	TILX200581	10840	10/27/06	Tank
482	TILX200582	10840	10/27/06	Tank
483	TILX200583	10840	10/25/06	Tank
484	TILX200584	10840	10/27/06	Tank
485	TILX200585	10840	11/03/06	Tank
486	TILX200586	10840	11/02/06	Tank
487	TILX200587	10840	10/27/06	Tank
488	TILX200588	10840	11/07/06	Tank
489	TILX200589	10840	11/07/06	Tank
490	TILX200590	10840	11/07/06	Tank
491	TILX200591	10840	11/02/06	Tank
492	TILX200592	10840	11/03/06	Tank
493	TILX200593	10840	11/03/06	Tank
494	TILX200594	10840	11/09/06	Tank
495	TILX197785	1210	11/30/06	Tank
496	TILX197786	1210	11/28/06	Tank
497	TILX197787	1210	11/28/06	Tank
498	TILX197788	1210	11/28/06	Tank
499	TILX197789	1210	11/30/06	Tank
500	TILX197790	1210	11/28/06	Tank
501	TILX197791	1210	11/28/06	Tank
502	TILX197792	1210	12/04/06	Tank
503	TILX197793	1210	11/28/06	Tank
504	TILX197794	1210	12/04/06	Tank
505	TILX197795	1210	12/04/06	Tank
506	TILX197796	1210	12/04/06	Tank
507	TILX197797	1210	12/04/06	Tank
508	TILX197798	1210	12/04/06	Tank
509	TILX197799	1210	12/04/06	Tank
510	TILX197800	1210	12/04/06	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
511	TILX197801	1210	12/06/06	Tank
512	TILX197802	1210	12/05/06	Tank
513	TILX197803	1210	12/12/06	Tank
514	TILX197804	1210	12/05/06	Tank
515	TILX197805	1210	12/08/06	Tank
516	TILX197806	1210	12/13/06	Tank
517	TILX197807	1210	12/05/06	Tank
518	TILX197808	1210	12/12/06	Tank
519	TILX197809	1210	12/14/06	Tank
520	TILX197810	1210	12/04/06	Tank
521	TILX197811	1210	12/05/06	Tank
522	TILX197812	1210	12/04/06	Tank
523	TILX197813	1210	12/04/06	Tank
524	TILX197814	1210	12/08/06	Tank
525	TILX197815	1210	12/06/06	Tank
526	TILX197816	1210	12/04/06	Tank
527	TILX197817	1210	12/06/06	Tank
528	TILX197818	1210	12/04/06	Tank
529	TILX197819	1210	12/06/06	Tank
530	TILX197820	1210	12/05/06	Tank
531	TILX197821	1210	12/04/06	Tank
532	TILX197822	1210	12/06/06	Tank
533	TILX197823	1210	12/05/06	Tank
534	TILX197824	1210	12/06/06	Tank
535	TILX197825	1210	12/05/06	Tank
536	TILX197826	1210	12/06/06	Tank
537	TILX197827	1210	12/05/06	Tank
538	TILX197828	1210	12/06/06	Tank
539	TILX197829	1210	12/06/06	Tank
540	TILX197830	1210	12/08/06	Tank
541	TILX197831	1210	12/08/06	Tank
542	TILX197832	1210	12/05/06	Tank
543	TILX197833	1210	12/06/06	Tank
544	TILX197834	1210	12/06/06	Tank
545	TILX197835	1210	12/08/06	Tank
546	TILX197836	1210	12/12/06	Tank
547	TILX197837	1210	12/06/06	Tank
548	TILX197838	1210	12/06/06	Tank
549	TILX197839	1210	12/08/06	Tank
550	TILX197840	1210	12/08/06	Tank
551	TILX197841	1210	12/08/06	Tank
552	TILX197842	1210	12/12/06	Tank
553	TILX197843	1210	12/08/06	Tank
554	TILX197844	1210	12/08/06	Tank
555	TILX197845	1210	12/08/06	Tank
556	TILX197846	1210	12/19/06	Tank
557	TILX197847	1210	12/12/06	Tank
558	TILX197848	1210	12/13/06	Tank
559	TILX197849	1210	12/12/06	Tank
560	TILX197850	1210	12/13/06	Tank
561	TILX197851	1210	12/13/06	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
562	TILX197852	1210	12/13/06	Tank
563	TILX197853	1210	12/19/06	Tank
564	TILX197854	1210	12/19/06	Tank
565	TILX197855	1210	12/14/06	Tank
566	TILX197856	1210	12/14/06	Tank
567	TILX197857	1210	12/14/06	Tank
568	TILX197858	1210	12/19/06	Tank
569	TILX197859	1210	12/29/06	Tank
570	TILX197860	1210	12/14/06	Tank
571	TILX197861	1210	12/20/06	Tank
572	TILX197862	1210	12/20/06	Tank
573	TILX197863	1210	12/19/06	Tank
574	TILX197864	1210	12/14/06	Tank
575	TILX197865	1210	12/29/06	Tank
576	TILX197866	1210	12/14/06	Tank
577	TILX197867	1210	12/29/06	Tank
578	TILX197868	1210	12/19/06	Tank
579	TILX197869	1210	12/21/06	Tank
580	TILX197870	1210	12/19/06	Tank
581	TILX197871	1210	12/19/06	Tank
582	TILX197872	1210	12/20/06	Tank
583	TILX197873	1210	12/20/06	Tank
584	TILX197874	1210	12/29/06	Tank
585	TILX197875	1210	12/20/06	Tank
586	TILX197876	1210	12/20/06	Tank
587	TILX197877	1210	12/20/06	Tank
588	TILX197878	1210	12/20/06	Tank
589	TILX197879	1210	12/20/06	Tank
590	TILX197880	1210	12/29/06	Tank
591	TILX197881	1210	12/29/06	Tank
592	TILX197882	1210	12/20/06	Tank
593	TILX197883	1210	12/20/06	Tank
594	TILX197884	1210	12/29/06	Tank
595	TILX401128	32464	02/22/07	Tank
596	TILX401129	32464	02/22/07	Tank
597	TILX401130	32464	02/22/07	Tank
598	TILX401131	32464	02/22/07	Tank
599	TILX401132	32464	02/22/07	Tank
600	TILX401133	32464	02/22/07	Tank
601	TILX401134	32464	02/22/07	Tank
602	TILX401135	32464	02/27/07	Tank
603	TILX401136	32464	02/22/07	Tank
604	TILX401137	32464	02/27/07	Tank
605	TILX401138	32464	03/02/07	Tank
606	TILX401139	32464	03/19/07	Tank
607	TILX401140	32464	02/27/07	Tank
608	TILX401141	32464	02/22/07	Tank
609	TILX401142	32464	02/27/07	Tank
610	TILX401143	32464	02/27/07	Tank
611	TILX401144	32464	02/28/07	Tank
612	TILX401145	32464	03/12/07	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit A

ID	Asset Mark	Lessee Number	Invoice Date	Car Type
613	TILX401146	32464	03/12/07	Tank
614	TILX401147	32464	03/23/07	Tank
615	TILX401148	3805	01/11/07	Tank
616	TILX401149	3805	01/11/07	Tank
617	TILX401150	3805	01/22/07	Tank
618	TILX401151	3805	01/12/07	Tank
619	TILX401152	3805	01/12/07	Tank
620	TILX401153	3805	01/12/07	Tank
621	TILX401154	3805	01/17/07	Tank
622	TILX401155	3805	01/11/07	Tank
623	TILX401156	3805	01/22/07	Tank
624	TILX401157	3805	01/17/07	Tank
625	TILX401158	3805	01/17/07	Tank
626	TILX401159	3805	01/11/07	Tank
627	TILX401160	3805	01/17/07	Tank
628	TILX401161	3805	01/17/07	Tank
629	TILX401162	3805	01/11/07	Tank
630	TILX401163	3805	01/30/07	Tank
631	TILX401164	3805	01/17/07	Tank
632	TILX401165	3805	01/24/07	Tank
633	TILX401166	3805	01/22/07	Tank
634	TILX401167	3805	01/22/07	Tank
635	TILX401168	3805	01/17/07	Tank
636	TILX401169	3805	01/22/07	Tank
637	TILX401170	3805	01/30/07	Tank
638	TILX401171	3805	01/17/07	Tank
639	TILX401172	3805	01/17/07	Tank
640	TILX401173	3805	01/17/07	Tank
641	TILX401174	3805	01/30/07	Tank
642	TILX401175	3805	01/30/07	Tank
643	TILX401176	3805	01/23/07	Tank
644	TILX401177	3805	01/23/07	Tank
645	TILX401178	3805	01/17/07	Tank
646	TILX401179	3805	01/30/07	Tank
647	TILX401180	3805	01/30/07	Tank
648	TILX401181	3805	01/23/07	Tank
649	TILX401182	3805	01/24/07	Tank
650	TILX401183	3805	01/23/07	Tank

TRINITY RAIL LEASING TRUST II
WAREHOUSE 33rd FUNDING PORTFOLIO

Exhibit B

Lessee Number	Lessee	Rider Number
1210	ADM TRANSPORTATION CO	50
32464	ARKEMA INC	1
2280	BNSF	SCH. 18
2739	CARGILL, INC.	53
3805	DEGUSSA CORP	3
5712	HONEYWELL INTERNATIONAL INC	6
9378	REAGENT CHEMICALS AND RESEARCH	5
23394	SEMINOLE ELECTRIC COOP INC	1
10840	TERRA INTERNATIONAL INC.	3
31189	WORLD ENERGY ALTERNATIVES	3